

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

NORTHWESTERN CORPORATION,

Debtor.

MAGTEN ASSET MANAGEMENT  
CORPORATION AND LAW DEBENTURE  
TRUST COMPANY OF NEW YORK

Appellants,

v.

NORTHWESTERN CORPORATION,

Appellee.

Chapter 11

Case Nos. 03-12872 (JLP)

Ref. Doc. Nos. 2919, 2943 and 2969

**AD HOC COMMITTEE OF CLASS 7 DEBTHOLDERS' JOINDER IN  
PLAN COMMITTEE'S DESIGNATION OF ADDITIONAL ITEMS TO BE  
INCLUDED IN THE RECORD ON APPEAL AND REFORMULATION  
OF THE ISSUES TO BE PRESENTED ON APPEAL OF MAGTEN ASSET  
MANAGEMENT CORPORATION AND LAW DEBENTURE TRUST  
COMPANY OF NEW YORK, AS TRUSTEE.**

The ad hoc group of creditors (the "Ad Hoc Committee") holding approximately \$467,258,000 face amount, or approximately 54%, of the undisputed Class 7 Claims against the above-captioned former debtor (the "Debtor"),<sup>1</sup> by and through its undersigned counsel, respectfully submits this joinder in the Plan Committee's Designation of Additional Items to Be Included in the

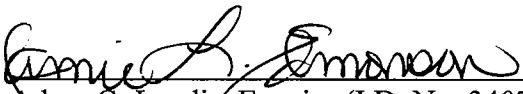
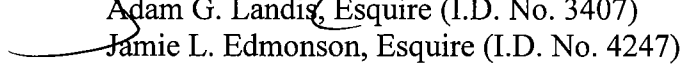
<sup>1</sup> Holdings information as of March 4, 2005. The members of the Ad Hoc Committee are Avenue Capital Partners, Drawbridge Special Opportunities Advisors LLC, Greenwich International Ltd., Harbert Distressed Investment Master Fund, Ltd.; SOF Investments, L.P., Nationwide Life Insurance Company, Nationwide Mutual Insurance Company, and P. Schoenfeld Asset Management LLC.

Record on Appeal and Reformulation of the Issues to be Presented on Appeal of Magten Asset Management Corporation and Law Debenture Trust Company of New York, as Trustee, which was filed with the Court on April 7, 2005 (D.I. 2969), and in support states as follows:

1. The Ad Hoc Committee joins in the Plan Committee's additional items to be included in the record on appeal.
2. The Ad Hoc Committee joins in the Plan Committee's reformulation of statement of issues to be presented.
3. The Ad Hoc Committee reserves all rights to amend or supplement this Joinder.

Dated: Wilmington, Delaware  
April 7, 2005

**LANDIS RATH & COBB LLP**

  
Adam G. Landis, Esquire (I.D. No. 3407)  
  
Jamie L. Edmonson, Esquire (I.D. No. 4247)  
919 Market Street, Suite 600  
Wilmington, Delaware 19801  
(302) 467-4400

-and-

Philip Bentley, Esquire  
Matthew J. Williams, Esquire  
**KRAMER LEVIN NAFTALIS & FRANKEL LLP**  
919 Third Avenue  
New York, New York 10022  
(212) 715-9100

Attorneys for Ad Hoc Committee of Class 7 Debtholders